



THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Regd. Office. Plot no. 69-A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat

Phone No: 91-22-67607080 Fax: 91-22-67607070

website <http://www.themismedicare.com>. E-mail: themis@themismedicare.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read with the Companies (Management and Administration) Rules, 2014, ("Rules") as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), Government of India, from time to time (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), each as amended, to transact the special business as set out hereunder by passing Ordinary Resolution by way of Postal Ballot only through remote electronic voting ("e-voting") process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof are annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

The Company is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depositories. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the Central Depository Services (India) Limited (CDSL), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes annexed to this Notice.

The remote e-voting period shall commence from **Friday, 21st February 2025 at 9:00 a.m. (IST) and conclude on Saturday, 22nd March, 2025 at 05:00 p.m. (IST)**. The remote e-voting facility shall be disabled by CDSL thereafter.

The Board has appointed at its meeting held on Friday 14th February 2025 **CS Shirish Shetye** (FCS 1926), Partner of **M/s. SAV & Associates LLP**, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



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Upon completion of scrutiny of the Postal Ballot (e-voting), the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company or any person authorised by him on or before **Tuesday, 25th March, 2025**. The result of Postal Ballot (e-voting) shall also be displayed at the Company's Corporate office. In addition to the results being communicated to Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited, CDSL, RTA, it shall also be displayed at the Company's Registered and Corporate office and on the Company's website www.themismedicare.com.

SPECIAL BUSINESS:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH THEMIS DISTRIBUTORS PRIVATE LIMITED:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, and the Company's Policy on Related Party Transaction(s) and based on the approval of the Audit Committee and the Board of Directors of the Company (the "Board"), approval of the Members be and is hereby accorded to the Board (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into, contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with Themis Distributors Private Limited (TDPL) a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TDPL and as may be deemed fit by the Board, for an aggregate value of ₹250 Crores to be entered during Financial Year 2025-26, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental / Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board constituted thereof be authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative (s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or a Committee thereof, to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction (s) with the related parties and authorise any person (s) to severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

**By order of the Board
for Themis Medicare Limited**

**Sd/-
Pradeep Chandan
Director-Legal, Compliance & Company Secretary**

Regd. Office: Plot No. 69-A, GIDC Industrial Estate,
Vapi-396195, Dist. Valsad, Gujarat.

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismedicare.com

Website: www.themismedicare.com

Place: Mumbai

Date: Friday, 14th February, 2025

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended, setting out the material facts concerning the said Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, 14th February 2025 ("Cut-off Date")**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.



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Resolution passed by the Members with requisite majority, by way of Postal Ballot through Remote e-Voting shall be deemed to have been passed at a general meeting of the Members convened on that behalf.

3. The Notice is being electronically sent to all the Members of the Company, whose names appear on the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, 14th February 2025** and who have registered their email addresses with the Company, RTA and / or with the Depositories. It is however, clarified that all the persons who are Members of the Company as on aforesaid Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice.

Members holding shares in physical mode and who have not updated their email addresses with the RTA / Company are requested to update their email addresses by writing to the Company at cfoassist@themismedicare.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail IDs registered with their respective Depository Participants and the RTA of the Company

4. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 of Rules, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The Company has engaged the services of CDSL as the agency to provide the remote e-voting facility.
5. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL / CDSL as on the Cut-off Date i.e., **Friday, 14th February 2025** shall not be entitled to avail the facility of e-voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on **Cut-off Date**. Persons who are not equity shareholders of the Company as on the Cut-off Date should treat this Notice for information purposes only.
6. Dispatch of the Notice shall be deemed to be completed on **Thursday, 20th February 2025**, i.e., the day on which MUFG Intime India Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e-mail to the members of the Company.
7. The Board of Directors of the Company has appointed **CS Shirish Shetye (FCS 1926)**, Partner of **M/s. SAV & Associates LLP**, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.



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8. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before **Tuesday, 25th March, 2025**, at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.themismedicare.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
10. The Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. **Saturday, 22nd March, 2025**.
11. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Registered Office during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at cfoassist@themismedicare.com
12. **Instructions to Shareholders for Remote E-Voting:**
 - Step 1:** Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on **Friday, 21st February 2025 at 9:00 a.m. (IST) and conclude on Saturday, 22nd March, 2025 at 05:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of **Friday, 14th February 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email Id as recorded in their Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16 (sixteen) digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at aforementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holdings in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



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	<ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the E-voting sequence number sent by Company/RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- ii) After entering these details appropriately, click on "SUBMIT" tab.
- iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



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- ix)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x)** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xii)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cfoassist@themismedicare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE RTA / COMPANY / DEPOSITORIES:

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTION SET OUT IN THIS POSTAL BALLOT NOTICE:

- i. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting, notice of Postal Ballot could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in.
- ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi



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Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060),
by following the due procedure.

- iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- iv. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.
- v. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company / RTA email id.

SEBI Circular on e-voting facility:

Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, with an objective to increase the efficiency of the voting process and the participation by the public non-institutional shareholder's/retail shareholders, has decided to enable e-voting to all the demat account holders, by way of a single login credential, directly through their demat accounts with depository participants or by registering with the Depositories.

Pursuant to the circular, demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby, facilitating seamless authentication as well as enhancing ease and convenience of participating in the e-voting process. The said facility will be available to all individual shareholders holding securities in demat mode and will be implemented in a phased manner over 6 to 12 months of the date of the SEBI Circular.

Accordingly, Shareholders are requested and encouraged to reach out to their Depository Participants/Depositories to register and avail of the facility as and when same is available. The weblink of the SEBI Circular is given below for easy access and reference of the Shareholders: https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html.

Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at foassist@themismedicare.com.



THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Regd. Office. Plot no. 69-A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat

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website <http://www.themismedicare.com>. E-mail: themis@themismedicare.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

BACKGROUND AND DETAILS OF THE TRANSACTIONS:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

Themis Distributors Private Limited (TDPL) is a private limited company, wherein Directors and Promoters of the Company are holding more than 20% shares and Directorships and thus TDPL is a related party to the Company within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (zb) of the SEBI Listing Regulations.

The Company, in the ordinary course of its business, regularly does the transactions with its related parties including TDPL on an arm's length basis. The Company proposes to undertake RPTs with TDPL during the Financial Year 2025-26 for an aggregate value not exceeding ₹ 250 Crore. The Management has provided the Audit Committee with all the required information as prescribed and thereafter, the Audit Committee after deliberations granted its approval for transactions for an aggregate maximum value of ₹ 250 Crore with TDPL for the Financial Year 2025-26. The Audit Committee noted that the said transactions shall continue to be at an arm's length basis and in the ordinary course of business.

The Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company.

Details of the material Related Party Transaction(s) between the Company and TDPL, including the information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:



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Description	Details of proposed RPTs between the Company and Themis Distributors Private Limited (TDPL)
Details of Summary of information provided by the Management to the Audit Committee	
Name of the Related Party (s) and its relationship with the Company or its subsidiary, including the nature of its concern or interest (financial or otherwise)	<p>Themis Distributors Private Limited - A private limited company, wherein Directors and Promoters of the Company are holding more than 20% shares and Directorship and thus TDPL is a related party to the Company within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (zb) of the SEBI Listing Regulations.</p> <p>Relationship with the Company - as mentioned above in the explanatory statement.</p>
Type, material terms, monetary value and particulars of the proposed transactions	<p>The Company, in the ordinary course of its business, regularly enters into transactions with its related parties including TDPL, on an arm's length basis. The Company proposes to undertake RPTs with TDPL during the Financial Year 2025-26 for an aggregate value not exceeding ₹ 250 Crores.</p> <p>Particulars of the proposed transactions: Sale of formulations and other goods for further distribution Tenure of the Proposed transactions- Continuous basis / Year to Year</p> <p>Sale on principal to principal basis. Terms: a) Return of expired goods, damaged goods allowed. b) Claims to be accepted for goods converted in samples for field, given under scheme.</p> <p>Monetary value of the transactions: Upto ₹ 250 Crore</p>
Percentage of the annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	<p>For transactions upto ₹ 250 Crore: 65.49%*</p> <p>*Considering Financial Year 2023-24 as the immediately preceding Financial Year</p>
Justification for the proposed RPT	<p>As part of Company's Strategy, the above-mentioned related party transactions will not only help smoothen business operations for both the Company and TDPL, but also ensure consistent flow of desired quality and quantity of materials without interruptions. These</p>



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	transactions will also help in generating revenue and enhance business operations for each other.
Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: Not Applicable	
Details of the source of funds in connection with the proposed transaction	Not applicable
where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	
<ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	<ol style="list-style-type: none"> 1) Dr. Sachin D. Patel – MD, CEO and Promoter of the Company and holds shares in TDPL 2) Dr. Dinesh S. Patel - Chairman and Promoter of the Company and holds shares in TDPL 3) Mrs. Reena Patel – Alternate Director and Promoter of the Company is one of the Directors of TDPL and holds shares in TDPL
Any other information that may be relevant	All relevant details and information have been mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



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The entities as falling under definition of related party in the context of the contract(s) or arrangement(s) or transaction(s) for which the above Ordinary Resolution is being passed shall abstain from voting.

Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution to be passed as an Ordinary Resolution by the members.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**By order of the Board
for Themis Medicare Limited**

**Sd/-
Pradeep Chandan
Director-Legal, Compliance & Company Secretary**

Regd. Office: Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, Gujarat.

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismedicare.com

Website: www.themismedicare.com

Place: Mumbai

Date: Friday, 14th February, 2025